

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <u>et al.</u> ,	)	Case No. 01-1139 (JKF)
	)	
Debtors.	)	Jointly Administered
	)	
	)	<b>Re: Docket Nos. 26154, 26155 &amp; 26289</b>

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**PRELIMINARY OBJECTION BY GARLOCK SEALING TECHNOLOGIES LLC,  
PURSUANT TO RULE 9033 OF THE FEDERAL RULES OF BANKRUPTCY  
PROCEDURE, TO (I) THE MEMORANDUM OPINION REGARDING OBJECTIONS  
TO CONFIRMATION OF FIRST AMENDED JOINT PLAN OF REORGANIZATION  
AND RECOMMENDED SUPPLEMENTAL FINDINGS OF FACT AND CONCLUSIONS  
OF LAW, (II) THE RECOMMENDED FINDINGS OF FACT, CONCLUSIONS OF LAW  
AND ORDER REGARDING CONFIRMATION OF FIRST AMENDED JOINT PLAN  
OF REORGANIZATION AS MODIFIED THROUGH DECEMBER 23, 2010, AND (III)  
THE ORDER CLARIFYING MEMORANDUM OPINION AND ORDER CONFIRMING  
JOINT PLAN AS AMENDED THROUGH DECEMBER 23, 2010**

Garlock Sealing Technologies LLC (“Garlock”), by and through its undersigned counsel, hereby asserts its preliminary objection, pursuant to Rule 9033 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to (I) the Memorandum Opinion Regarding Objections to Confirmation of First Amended Joint Plan of Reorganization and Recommended Supplemental Findings of Fact and Conclusions of Law (D.I. 26154) (the “Memorandum Opinion”), (II) the Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of Reorganization as Modified Through December 23, 2010 (D.I. 26155) (the “Proposed Order”), and (III) the Order Clarifying Memorandum Opinion and Order Confirming Joint Plan as Amended Through December 23, 2010 (D.I. 26289) (the “Clarifying Order”), and in support states as follows:

1. On January 31, 2011, the Court docketed the Memorandum Opinion and the Proposed Order, and on February 15, 2011, the Court docketed the Clarifying Order.

2. On February 23, 2011, the U.S. District Court for the District of Delaware entered an Order providing in relevant part, “[T]his Court hereby orders that, Rule 9033 objections need not be filed, and all objections that may be or could have been asserted in Rule 9033 objections are preserved and may be argued as part of the appellate briefing filed pursuant to Bankruptcy Rules 8001 *et seq.*” Order, *In re W.R. Grace & Co.*, Misc. No. 1:11-mc-0042-RLB (D. Del. Feb. 23, 2011).

3. In accordance with and in reliance upon the February 23 Order, Garlock need not file any objection to preserve its rights under Federal Bankruptcy Rule 9033. Solely for protective purposes and in reliance upon the February 23 Order, Garlock objects to all findings of fact and conclusions of law contained in the Memorandum Opinion, the Proposed Order, and the Clarifying Order that in any way relate to a non-core issue, or to the extent any findings of fact or conclusions of law contained in the Memorandum Opinion, the Proposed Order, and the Clarifying Order constitute recommendations to the District Court to enter an order confirming the Plan or enter injunctions pursuant to 11 U.S.C. § 524(g). Garlock reserves its right, pursuant to the February 23 Order, to raise any objection it may have to the Memorandum Opinion, Proposed Order, and Clarifying Order.

WHEREFORE, Garlock objects, on a preliminary basis, to the Memorandum Opinion, the Proposed Order, and the Clarifying Order, pursuant to Bankruptcy Rule 9033.

Dated: February 28, 2011

**MORRIS JAMES LLP**

/s/ Brett D. Fallon

Brett D. Fallon (DE Bar No. 2480)  
500 Delaware Avenue, Suite 1500  
P.O. Box 2306  
Wilmington, DE 19899-2306  
Telephone: (302) 888-6800  
Facsimile: (302) 571-1750  
E-mail: bfallon@morrisjames.com

-and-

Garland Cassada, Esquire  
Richard C. Worf, Esquire  
ROBINSON, BRADSHAW & HINSON  
101 North Tryon Street, Suite 1900  
Charlotte, NC 28246  
Telephone: (704) 377-8135  
E-mail: GCassada@rbh.com  
RWorf@rbh.com

Attorneys for Garlock Sealing  
Technologies LLC